

1 GROOM LAW GROUP, CHARTERED

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10 *Special Counsel for Debtors*
11 *and Debtors in Possession*

12 **UNITED STATES BANKRUPTCY COURT**
13 **NORTHERN DISTRICT OF CALIFORNIA**
14 **SAN FRANCISCO DIVISION**

15 **In re:**

Bankruptcy Case No. 19-30088 (DM)

16 **PG&E CORPORATION,**

Chapter 11

17 **- and -**

(Lead Case)

18 **PACIFIC GAS AND ELECTRIC**
19 **COMPANY,**

(Jointly Administered)

20 **Debtors.**

21 ☐ Affects PG&E Corporation

22 ☐ Affects Pacific Gas and Electric Company

23 ☒ Affects both Debtors

24 ** All papers shall be filed in the Lead Case*
25 *No. 19-30088 (DM).*

**SUMMARY SHEET TO FIRST
INTERIM FEE APPLICATION OF
GROOM LAW GROUP, CHARTERED
FOR ALLOWANCE AND PAYMENT OF
COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR
THE PERIOD JANUARY 29, 2019,
THROUGH AND INCLUDING
DECEMBER 31, 2019**

Objection Deadline: April 3, 2020 at 4:00
p.m. (Pacific Time)

General Information

Name of Applicant	Groom Law Group, Chartered
Authorized to Provide Professional Services to:	Debtors
Petition Date:	January 29, 2019
Date of Retention:	June 10, 2019 <i>nunc pro tunc</i> to January 29, 2019
Prior Interim Applications:	None

Summary of Fees and Expenses Sought in this Application

Period for which Compensation and Reimbursement Are Sought:	January 29, 2019 through December 31, 2019
Amount of Compensation Sought as Actual, Reasonable, and Necessary:	<u>\$846,934.40</u>
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	<u>\$783.46</u>
Total Compensation and Expenses Requested for the Compensation Period:	<u>\$847,717.86</u>

Total Fees and Expenses Allowed Pursuant to Prior Applications

Total Allowed Compensation Paid to Date:	N/A
Total Allowed Expenses Paid to Date:	N/A
Total Allowed Compensation and Expenses Paid to Date	N/A

Total Fees and Expenses Paid to Applicant Pursuant to Monthly Statements, but not yet Allowed

Compensation Sought in this Application Already Paid Pursuant to the Interim Compensation Order but Not Yet Allowed (80% of Fees in January 29-October 31 Monthly Fee Statements):	\$633,243.52
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Expenses Sought in this Application Already \$783.46
Paid Pursuant to the Interim Compensation
Order but not yet allowed (100% of Expenses)

Total Fees and Expenses Sought in this Application

Total Compensation and Expenses Sought in \$634,026.98
this Application Already Paid Pursuant to the
Interim Compensation Order but not yet Allowed:

Total Compensation and Expenses Sought in \$213,690.88
this Application not yet Paid:

Date Filed & Dkt No.	Period	Total Fees and Expenses Incurred		Total Amount Requested in Prior Monthly Fee Statement		Total Amount Paid to Date		Holdback Fees
		Fees	Expenses	Fees (@ 80%)	Expense s	Fees (@ 80%)	Expenses	Fees (@ 20%)
9/27/19 Dkt No. 4031	1/29/19- 7/31/19	\$598,381.80	\$163.46	\$478,705.44	\$163.46	\$478,705.44	\$163.46	\$119,709.05
12/2/19 Dkt No. 4936	8/1/19- 8/31/19	\$63,022.50	--	\$50,418.00	--	\$50,418.00	--	\$12,604.50
12/8/19 Dkt No. 5022	9/1/19- 10/31/19	\$130,150.10	\$620.00	\$104,120.08	\$620.00	\$104,120.08	\$620.00	\$26,030.02
2/20/20 Dkt No. 5843	11/1/19- 12/31/19	\$55,380.00	--	\$44,304.00	--	\$0.00	--	\$11,076.00
TOTAL		\$846,934.40	\$783.46	\$677,547.52	\$783.46	\$633,243.52	\$783.46	\$169,419.57

SUMMARY OF PRIOR MONTHLY FEE STATEMENTS

Summary of Any Objections to Monthly Fee Statements: None

Compensation and Expenses Sought in this Application not yet Paid: \$213,690.88

COMPENSATION BY PROFESSIONAL
FOR THE COMPENSATION PERIOD

The attorneys and paraprofessionals who rendered services in these Chapter 11 Cases during the Compensation Period are:

Defined Benefit Plan

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
Partners and Of Counsel					
Alvaro Anillo	Attorney	1992	\$898	1.5	\$1,347.00
Kimberly Boberg	Attorney	2009	\$708	10.6	\$7,504.80
Michael Del Conte	Attorney	2008	\$713	0.3	\$213.90
Elizabeth Dold	Attorney	1994	\$898	0.3	\$269.40
Daniel Hogans	Attorney	1993	\$836	2	\$1,672.00
Allison Itami	Attorney	2009	\$713	1	\$713.00
Katie Kohn	Attorney	2009	\$708	6.7	\$4,743.60
David Levine	Attorney	1998	\$860	31.6	\$27,176.00
Allison Ullman	Attorney	2008	\$755	0.7	\$528.50
Kevin Walsh	Attorney	2009	\$708	0.8	\$566.40
Brigen Winters	Attorney	1994	\$860	11.3	\$9,718.00
Jeff Witt	Attorney	1999	\$751	0.3	\$225.30
Associates					
Stacey Bradford	Attorney	1996	\$637	31.3	\$19,938.10
Mark Carolan	Attorney	2010	\$675	18.7	\$12,622.50
William Fogleman	Attorney	2011	\$675	5.8	\$3,915.00
Arsalan Malik	Attorney	2015	\$504	6.2	\$3,124.80
Nancy McTyre	Attorney	2010	\$675	31.3	\$21,127.50
Paraprofessionals					
Andi Shahinllari			\$214	0.4	\$85.60
Josh Shapiro			\$751	8.1	\$6,083.10
Grand Total				167.7	\$121,574.50

Defined Contribution Plan

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
Partners and Of Counsel					
Katie Amin	Attorney	2009	\$713	0.1	\$71.30

Michael Del Conte	Attorney	2008	\$713	3.6	\$2,566.80
Ellen Goodwin	Attorney	1999	\$751	1.3	\$976.30
Allison Itami	Attorney	2009	\$713	41.1	\$29,304.30
Katie Kohn	Attorney	2009	\$708	0.2	\$141.60
David Levine	Attorney	1998	\$860	13.2	\$11,352.00
Alexander Ryan	Attorney	2001	\$732	0.5	\$366.00
Allison Ullman	Attorney	2008	\$755	2.1	\$1,585.50
Rose Zaklad	Attorney	2006	\$732	0.3	\$219.60
Associates					
David Ashner	Attorney	2014	\$556	40	\$22,240.00
John Barlow	Attorney	2015	\$561	0.5	\$280.50
Stacey Bradford	Attorney	1996	\$637	69.6	\$44,335.20
Michael Cook	Attorney	2017	\$417	4	\$1,668.00
Arsalan Malik	Attorney	2015	\$504	5.7	\$2,872.80
Nancy McTyre	Attorney	2010	\$675	6.9	\$4,657.50
Paraprofessionals					
Amy Latalladi-Fulton	Paraprofessional		\$328	0.6	\$196.80
Andi Shahinllari	Paraprofessional		\$214	0.8	\$171.20
Grand Total				190.5	\$123,005.40

Health & Welfare

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
Partners and Of Counsel					
Katie Amin	Attorney	2009	\$713	2.5	\$1,782.50
Elizabeth Dold	Attorney	1994	\$898	1.6	\$1,436.80
Allison Itami	Attorney	2009	\$713	2.4	\$1,711.20
Katherine Kamen	Attorney	1990	\$751	0.2	\$150.20
Christine Keller	Attorney	1996	\$812	0.9	\$730.80
Katie Kohn	Attorney	2009	\$708	0.6	\$424.80
David Levine	Attorney	1998	\$860	28.7	\$24,682.00
Rachel Levy	Attorney	2007	\$732	0.3	\$219.60
Malcolm Slee	Attorney	2000	\$751	0.3	\$225.30
Christy Tinnes	Attorney	1998	\$812	1.3	\$1,055.60
Vivian Turner	Attorney	2005	\$732	0.5	\$366.00
Allison Ullman	Attorney	2008	\$755	116.7	\$88,108.50
Joel Wood	Attorney	2009	\$713	2.1	\$1,497.30
Associates					

Stacey Bradford	Attorney	1996	\$637	4.9	\$3,121.30
Arsalan Malik	Attorney	2015	\$504	2.1	\$1,058.40
Nancy McTyre	Attorney	2010	\$675	20.2	\$13,635.00
Grand Total				185.3	\$140,205.30

Executive Compensation

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
Partners and Of Counsel					
Elizabeth Dold	Attorney	1994	\$898	0.9	\$808.20
Jeff Witt	Attorney	1999	\$751	0.5	\$375.50
Associates					
Stacey Bradford	Attorney	1996	\$637	9.7	\$6,178.90
Kelly Geloneck	Attorney	2014	\$594	0.2	\$118.80
Grand Total				11.3	\$7,481.40

2018 Wildfires

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
Partners and Of Counsel					
Katie Amin	Attorney	2009	\$713	0.1	\$71.30
Michael Del Conte	Attorney	2008	\$713	5.6	\$3,992.80
Daniel Hogans	Attorney	1993	\$836	2	\$1,672.00
Allison Itami	Attorney	2009	\$713	46.6	\$33,225.80
Katie Kohn	Attorney	2009	\$708	163	\$115,404.00
David Levine	Attorney	1998	\$860	157	\$135,020.00
Mark Lofgren	Attorney	1992	\$898	0.5	\$449.00
Andree St. Martin	Attorney		\$998	0.3	\$299.40
Ryan Temme	Attorney	2012	\$675	1.8	\$1,215.00
Allison Ullman	Attorney	2008	\$755	10.9	\$8,229.50
Kevin Walsh	Attorney	2009	\$708	20.2	\$14,301.60
Jeff Witt	Attorney	1999	\$751	0.2	\$150.20
Rose Zaklad	Attorney	2006	\$676	0.3	\$202.80
Associates					
David Ashner	Attorney	2014	\$556	3.3	\$1,834.80
Stacey Bradford	Attorney	1996	\$637	3.9	\$2,484.30
Mark Carolan	Attorney	2010	\$675	1.1	\$742.50

William Fogleman	Attorney	2011	\$675	6.3	\$4,252.50
Meredith Kimelblatt	Attorney	2017	\$413	4.3	\$1,775.90
Arsalan Malik	Attorney	2015	\$504	1	\$504.00
Ross McSweeney	Attorney	2012	\$637	65.1	\$41,468.70
Nancy McTyre	Attorney	2010	\$675	4.9	\$3,307.50
Paraprofessionals					
Julia Columbro	Paraprofessional		\$174	2.7	\$469.80
Andi Shahinllari	Paraprofessional		\$214	34.4	\$7,362.50
Josh Shapiro			\$751	0.3	\$225.30
Lindsey Stiles	Paraprofessional		\$190	1.2	\$228.00
Grand Total				537.0	\$378,889.20

Project Falcon

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
Partners and Of Counsel					
Katie Kohn	Attorney	2009	\$708	2.3	\$1,628.40
David Levine	Attorney	1998	\$860	3.3	\$2,838.00
Allison Ullman	Attorney	2008	\$755	0.2	\$151.00
Jeff Witt	Attorney	1999	\$751	14.9	\$11,189.90
Associates					
Kelly Geloneck	Attorney	2014	\$594	2.9	\$1,722.60
Grand Total				23.6	\$17,529.90

Voluntary Disability Plan

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
Partners and Of Counsel					
Allison Itami	Attorney	2009	\$713	1	\$713.00
David Levine	Attorney	1998	\$860	8	\$6,880.00
Allison Ullman	Attorney	2008	\$755	55.7	\$42,053.50
Associates					
Stacey Bradford	Attorney	1996	\$637	0.2	\$127.40
Ross McSweeney	Attorney	2012	\$637	2	\$1,274.00
Stephen Pennartz	Attorney	2017	\$413	6.8	\$2,808.40
Paul Rinefierd	Attorney	2013	\$556	7.9	\$4,392.40
Grand Total				81.6	\$58,248.70

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Chapter 11

17 **- and -**

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18 **PACIFIC GAS AND ELECTRIC**
19 **COMPANY,**

(Jointly Administered)

20 **Debtors.**

21 ☐ Affects PG&E Corporation

22 ☐ Affects Pacific Gas and Electric Company

23 ☒ Affects both Debtors

24 ** All papers shall be filed in the Lead Case*
25 *No. 19-30088 (DM).*

FIRST INTERIM FEE APPLICATION
OF GROOM LAW GROUP,
CHARTERED FOR ALLOWANCE AND
PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR
THE PERIOD JANUARY 29, 2019,
THROUGH AND INCLUDING
DECEMBER 31, 2019

Objection Deadline: April 3, 2020 at 4:00
p.m. (Pacific Time)

1 Groom Law Group, Chartered (“**Groom**”), attorneys for PG&E Corporation (“**PG&E**
2 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in
3 possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases
4 (the “**Chapter 11 Cases**”), for its first interim application (the “**First Interim Fee Application**”
5 or the “**Application**”), pursuant to sections 330(a) and 331 of title 11 of the United States Code
6 (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the
7 “**Bankruptcy Rules**”), for the interim allowance of compensation for professional services
8 performed by Groom for the period commencing January 29, 2019, through and including
9 December 31, 2019 (the “**Compensation Period**”) and for reimbursement of its actual and
10 necessary expenses incurred during the Compensation Period, respectfully represents:
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13

14 **JURISDICTION**

15 This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334.
16 This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court
17 pursuant to 28 U.S.C. §§ 1408 and 1409.
18
19

20 **BACKGROUND**

21 On January 29, 2019 (the “**Petition Date**”), the Debtors commenced in this Court
22 voluntary cases under Chapter 11 of the Bankruptcy Code. The Debtors continue to operate their
23 businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and
24 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in either of the
25 Chapter 11 Cases. The Chapter 11 Cases are being jointly administered for procedural purposes
26 only pursuant to Bankruptcy Rule 1015(b).
27
28

1 On February 12, 2019, the United States Trustee (the “**U.S. Trustee**”) appointed an
2 Official Committee of Unsecured Creditors. On February 15, 2019, the U.S. Trustee appointed
3 an Official Committee of Tort Claimants.
4

5 On February 27, 2019, the Court entered the Interim Compensation Procedure Order,
6 which generally sets forth the procedures for interim compensation and expense reimbursement
7 for retained professionals.
8

9 Additional information regarding the circumstances leading to the commencement of the
10 Chapter 11 Cases and information regarding Debtors’ business and capital structure are set forth
11 in the *Amended Declaration of Jason P. Wells in Support of the First Day Motions and Related*
12 *Relief* [Dkt No. 263].
13

14 **RETENTION OF GROOM**

15 On April 17, 2019, the Debtors filed the *Application to Employ Groom Law Group,*
16 *Chartered as Special Employee Benefits Counsel* [Dkt No. 1527] (the “**Retention Application**”).
17

18 On June 10, 2019, the Court entered an order approving the Retention Application [Dkt
19 No. 2469] (the “**Retention Order**”). A copy of the Retention Order is annexed hereto as
20 **Exhibit A.** The Retention Order authorizes the Debtors to compensate and reimburse Groom in
21 accordance with the Bankruptcy Code, the Bankruptcy Rules, the Fee Guidelines, and the
22 Interim Compensation Order. The Retention Order also authorizes the Debtors to compensate
23 Groom at its customary hourly rates for services rendered and to reimburse Groom for its actual
24 and necessary expenses incurred, subject to application to this Court.
25
26

27 Specifically, the Retention Order authorizes Groom “to provide legal services to the
28 Debtors with respect to legal issues related to their employee benefit plans, including, but not

1 limited to, issues related to Debtors' employee benefit obligations under the Employee
2 Retirement Income Security Act of 1974, as amended, the Internal Revenue Code of 1986, as
3 amended, and the Bankruptcy Code" [Dkt No. 2469 ¶ 3].
4

5 **RELIEF REQUESTED**

6 By this Interim Fee Application, Groom respectfully requests 100% allowance of
7 compensation of its fees in the amount of \$846,934.40, together with reimbursement of its
8 reasonable and necessary expenses incurred during the Application Period, in the amount of
9 \$783.46, for a total allowance of fees and expenses of \$847,717.86. Groom has been subject to a
10 20% holdback imposed by the Court on allowance of fees, the aggregate amount of which is
11 \$169,419.57. Groom respectfully requests the Court allow the payment to Groom of this
12 holdback amount on an interim basis. Groom submits this Interim Fee Application in
13 accordance with the Interim Compensation Procedures Order and the Retention Order. All
14 services for which Groom requests compensation were performed for the Debtors.
15
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18 There is no agreement or understanding between Groom and any other person, other than
19 members of the firm, for the sharing of compensation received for services rendered to the
20 Debtors in these Chapter 11 Cases. Except with respect to payments received by Groom
21 pursuant to the Interim Compensation Order, during the Compensation Period, Groom received
22 no payment or promises of payment from any source for services rendered or to be rendered in
23 any capacity whatsoever in connection with the matters covered by this Application.
24
25

26 Prior to the Petition Date, the Debtors paid Groom certain amounts as an advance
27 payment retainer totaling \$245,000 for professional services to be performed and expenses to be
28 incurred in connection with its representation of Debtors and in preparation for the

1 commencement of the Chapter 11 Cases. The retainers has been fully used and the remaining
2 balance is \$0. Groom has waived all replenishment rights under the retainer agreement.

3
4 The fees charged by Groom in these Chapter 11 Cases are billed in accordance with
5 Groom's existing billing rates and procedures in effect during the Compensation Period. The
6 rates Groom charges for services rendered by professionals and paraprofessionals in these
7 Chapter 11 Cases are generally the same rates Groom charges for professional and
8 paraprofessional services rendered in comparable bankruptcy and non-bankruptcy related
9 matters. Such fees are reasonable based on the customary compensation charged by comparably
10 skilled practitioners in comparable bankruptcy and non-bankruptcy related matters in a
11 competitive national legal market.
12

13
14 A detailed statement of hours spent rendering professional services to the Debtors in
15 support of Groom's request for compensation for fees incurred during the Application Period is
16 annexed hereto as **Exhibit B**, which (1) identifies the professionals and paraprofessionals who
17 rendered services in each matter; and (ii) describes each service such professionals and
18 paraprofessionals performed. A comparison of the aggregate blended hourly rates billed by
19 Groom's attorneys on all matters during the preceding year and the blended hourly rates billed to
20 the Debtors during the Compensation Period is annexed hereto as **Exhibit C**. A certificate of
21 Groom's compliance with the Fee Guidelines is annexed hereto as **Exhibit D**.
22
23
24

25 To the extent that time or disbursement charges for services rendered or disbursements
26 incurred relate to the Compensation Period, but were not processed prior to the preparation of
27 this Application, Groom reserves the right to request additional compensation for such services
28 and reimbursement of such expenses in a future application.

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The professional services performed by Groom were necessary and appropriate to the administration of the Chapter 11 Cases and were in the best interests of the Debtors and the estates. Compensation for such services as requested is commensurate with the complexity, importance and nature of the issues and tasks involved.

During the Compensation Period, Groom billed the Debtors for time expended by attorneys based on hourly rates ranging from \$655 to \$1,055 per hour for attorneys. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$723.76 (based on 1,149.7 recorded hours for attorneys at Groom's billing rates in effect at the time of the performance of services).

1 Section 331 of the Bankruptcy Code provides for interim compensation of professionals
2 and incorporates the substantive standards of section 330 to govern the Court's award of such
3 compensation. 11 U.S.C. § 331. Section 330 of the Bankruptcy Code provides that a Court may
4 award a professional employed under section 327 of the Bankruptcy Code "reasonable
5 compensation for actual, necessary services rendered [and] reimbursement for actual, necessary
6 expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such
7 compensation and reimbursement:
8

9
10 In determining the amount of reasonable compensation to be awarded to [a]
11 professional person, the court shall consider the nature, the extent, and the value
12 of such services, taking into account all relevant factors, including –

- 13 (A) the time spent on such services;
14 (B) the rates charged for such services;
15 (C) whether the services were necessary to the administration of, or beneficial
16 at the time at which the service was rendered toward the completion of, a
17 case under this title;
18 (D) whether the services were performed within a reasonable amount of time
19 commensurate with the complexity, importance, and nature of the
20 problem, issue, or task addressed;
21 (E) with respect to a professional person, whether the person is board certified
22 or otherwise has demonstrated skill and experience in the bankruptcy
23 field; and
24 (F) whether the compensation is reasonable based on the customary
25 compensation charged by comparably skilled practitioners in cases other
26 than cases under this title.

27 *Id.* § 330(a)(3).

28 Groom respectfully submits that the services for which it seeks compensation and the
expenditures for which it seeks reimbursement in this Application were necessary for and
beneficial to the preservation and maximization of value for all stakeholders and to the orderly

1 administration of the Chapter 11 Cases. Groom further submits that the services were performed
2 economically, effectively, and efficiently. Groom further submits that the compensation
3 requested herein is reasonable in light of the nature, extent, and value of such services to the
4 Debtors. Further, in accordance with the factors enumerated in section 330 of the Bankruptcy
5 Code, the amount of the fees requested is fair and reasonable given: (i) the complexity of these
6 cases; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of
7 such services; and (v) the costs of comparable services other than in a case under the Bankruptcy
8 Code. Accordingly, the approval of the compensation sought herein is warranted.
9
10

11 **NOTICE**

12
13 Notice of this Application has been provided to parties in interest in accordance with the
14 procedures set forth in the Interim Compensation Order. Groom submits that, in view of the
15 facts and circumstances, such notice is sufficient and no other or further notice need be provided.
16

17 **CONCLUSION**

18 Groom respectfully requests that the Court (i) award an interim allowance of Groom's
19 compensation for professional services rendered during the Compensation Period in the amount
20 of \$847,717.86, consisting of \$846,934.40, representing 100% of fees incurred during the
21 Compensation Period, and reimbursement of \$783.46, representing 100% of actual and necessary
22 expenses incurred during the Compensation Period; (ii) direct payment by the Debtors of the
23 difference between the amounts allowed and any amounts previously paid by the Debtors
24 pursuant to the Interim Compensation Order; and (iii) grant such other and further relief as is
25 just.
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1
2 Dated: March 13, 2020

GROOM LAW GROUP, CHARTERED

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4 By: /s/ Katherine B. Kohn
5 *Special Counsel for Debtors and*
6 *Debtors in Possession*
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Exhibit C

Customary and Comparable Compensation Disclosure

BLENDED HOURLY RATE	
Billed by Attorneys in 2019	Billed in this Application
\$655	\$723.76

Exhibit D
Certification

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CERTIFICATION OF DAVID N. LEVINE IN SUPPORT OF FIRST INTERIM FEE APPLICATION OF GROOM LAW GROUP, CHARTERED FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD JANUARY 29, 2019, THROUGH AND INCLUDING DECEMBER 31, 2019

Objection Deadline: April 3, 2020 at 4:00 p.m. (Pacific Time)

1 I, David N. Levine, hereby certify that:

2 1. I am a partner at the applicant firm, Groom Law Group, Chartered (“Groom”),
3 and am involved in Groom’s representation of PG&E Corporation and Pacific Gas and Electric
4 Company (collectively, the “Debtors”) in connection with the above-referenced chapter 11 cases
5 (the “Chapter 11 Cases”). I am familiar with the Order Pursuant to 11 U.S.C. §§ 105(a) and 331
6 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of
7 Professionals [Docket No. 701] (the “Interim Compensation Order”), the Guidelines for
8 Compensation and Expense Reimbursement of Professionals and Trustees for the Northern
9 District of California, dated February 19, 2014 (the “Local Guidelines”), and the U.S. Trustee
10 Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed
11 under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013
12 (the “U.S. Trustee Guidelines,” and, collectively, the “Fee Guidelines”).
13
14
15
16

17 2. This Certification is made in connection with Groom’s First Interim Fee
18 Application, dated March 13, 2020 (the “Application”), for interim compensation and
19 reimbursement of expenses for the period commencing January 29, 2019 (the “Petition Date”)
20 through and including December 31, 2019 (the “Compensation Period”).
21

22 3. Pursuant to the Local Guidelines, I certify that:

- 23 a. I have read the Application;
- 24 b. To the best of my knowledge, information, and belief formed after
25 reasonable inquiry, the fees and disbursements sought fall within the Local
26 Guidelines; and
- 27 c. The fees and disbursements sought are billed at rates in accordance with
28 those generally charged by Groom and generally accepted by Groom’s
clients.

1 4. I certify that the Debtors, counsel for each of the Official Committees and the
2 U.S. Trustee are each being provided with a copy of the Application in accordance with the
3 Interim Compensation Order.
4

5 5. Exhibit B to the Application compares the blended hourly rate billed by attorneys
6 in Groom's Washington, D.C. office (its sole office) to all matters during the preceding year with
7 the blended hourly rate billed by attorneys to the Debtors in connection with the Chapter 11
8 Cases during the Compensation Period. Groom does not charge a premium for bankruptcy-
9 related services as compared to other services.
10

11 6. Groom responds to the questions identified in the U.S. Trustee Guidelines as
12 follows:
13

14 **Question:** Did you agree to any variations from, or alternatives to, your standard
15 or customary billing rates, fees or terms for services pertaining to this engagement
16 that were provided during the application period? If so, please explain.

17 **Response:** No.

18 **Question:** If the fees sought in this fee application as compared to the fees
19 budgeted for the time period covered by this fee application are higher by 10% or
20 more, did you discuss the reasons for the variation with the client?

21 **Response:** N/A.

22 **Question:** Have any of the professionals included in this fee application varied
23 their hourly rate based on the geographic location of the bankruptcy case?

24 **Response:** No.

25 **Question:** Does the fee application include time or fees related to reviewing or
26 revising time records or preparing, reviewing, or revising invoices? (This is
27 limited to work involved in preparing and editing billing records that would not
28 be compensable outside of bankruptcy and does not include reasonable fees for
preparing a fee application.). If so, please quantify by hours and fees.

Response: This Application includes time and fees related to reviewing or
revising time records and preparing, reviewing or revising invoices, as well as

1 preparing the Retention Application and monthly fee statements. Approximately
2 126 hours were spent on such work, generating approximately \$66,527.10 in fees
3 sought in this Application. These fees include those described in response to the
4 next question, and represent approximately 12% of the fees sought in this
5 Application. Such fees are reasonable in light of the scope and complexity of
6 Groom's work on behalf of the Debtors and are compensable in these Chapter 11
7 Cases.

8 **Question:** Does this fee application include time or fees for reviewing time
9 records to redact any privileged or other confidential information? If so, please
10 quantify by hours and fees.

11 **Response:** Yes. Approximately 12.6 hours were spent on such work, generating
12 approximately \$8,267.60 in fees sought in this Application. Such fees represent
13 approximately 1% of the aggregate fees sought in this Application.

14 **Question:** If the fee application includes any rate increases since retention:

- 15 i. Did your client review and approve those rate increases in
16 advance?
- 17 ii. Did your client agree when retaining the law firm to accept all
18 future rate increases? If not, did you inform your client that they
19 need not agree to modified rates or terms in order to have you
20 continue the representation, consistent with ABA Formal Ethics
21 Opinion 11-458?

22 **Response:** The Application does not include any rate increases since the Court's
23 approval of Groom's retention.

24 Dated: March 13, 2020

25 Washington, D.C.

26 /s/ David N. Levine

27 David N. Levine